

EXHIBIT C

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JENNIFER S. FISCHMAN,

Plaintiff,

v.

mitsubishi chemical holdings america,
inc.; mitsubishi chemical corporation;
mitsubishi chemical holdings
corporation; nicolas oliva, in his individual
and professional capacities; donna costa, in her
individual and professional capacities; and john
does 1-10, in their individual and professional
capacities,

Defendants.

Civil Action No. 18-cv-08188
(JMF)

DECLARATION OF YASUKUNI NOGUCHI

I, Yasukuni Noguchi, declare under penalty of perjury pursuant to 28 U.S.C. § 1746 as follows:

1. I am currently the General Manager of the Legal Office of Mitsubishi Chemical Holdings Corporation (“MCHC”), a position I have held since October 1, 2018. In this position, I have access to all relevant corporate and personnel records and am familiar with all relevant business affairs of MCHC.

2. I am over 18 years of age.

3. I make this Declaration based on my personal knowledge as the General Manager of MCHC’s Legal Office or my review of documents maintained in the ordinary course of business. I make this Declaration in support of MCHC’s Motion to Dismiss the Complaint filed by Plaintiff Jennifer Fischman, on the grounds that (i) this court lacks personal jurisdiction over



MCHC, and (ii) the Complaint fails to state a claim against MCHC.

4. MCHC is a publicly traded holding corporation organized under the laws of Japan with its principal place of business located in Chiyoda-ku, Tokyo, Japan, from which its officers direct, control, and coordinate its activities. Its shares are publicly traded on the Tokyo Stock Exchange. It is the parent company to over 700 subsidiaries and affiliates worldwide, with over 69,000 employees.

5. Defendant Mitsubishi Chemical Holdings America (“MCHA”) is a Delaware corporation formed on November 29, 2010 and has its principal place of business in New York, New York. MCHA is a wholly owned subsidiary of MCHC. MCHC, Mitsubishi Chemical Corporation, and MCHA are distinct corporate entities.

6. Ms. Fischman has never been employed by MCHC.

7. MCHC does not own or lease any property in New York, and MCHC and MCHA do not share offices.

8. MCHC has no telephone listing or mailing address in New York.

9. MCHC has no registered agent for the service of process in New York.

10. MCHC does not have any assets located in New York.

11. MCHC does not file tax returns in New York, and MCHC and MCHA file separate tax returns and prepare their own financial statements.

12. MCHC does not maintain bank accounts in New York.

13. MCHC is not registered to do business in New York.

14. MCHC and MCHA keep separate books and records.

15. MCHC and MCHA have separate bank accounts.

16. MCHC and MCHA have their own human resources departments.

17. MCHC's Board of Directors regularly holds meetings that are separate from the regular meetings held by MCHA's Board of Directors.

18. Litigating in New York would be particularly burdensome for MCHC because any potential witnesses are located in Japan.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 16, 2020 in Tokyo, Japan.

By:

